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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 | |
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| DELPHI CORPORATION, <u>et al.</u> , | : | Case No. 05-44481 (RDD) | |
| | : | | |
| | : | (Jointly Administered) | |
| Debtors. | : | | |
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JOINT STIPULATION AND AGREED ORDER (I) REINSTATING AND
ALLOWING PROOF OF CLAIM NUMBER 8941 AND (II) DISALLOWING
AND EXPUNGING PROOF OF CLAIM NUMBER 8939
(FRANCIS H. RITZENTHALER)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and the Francis H. Ritzenthaler (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order (I) Reinstating And Allowing Proof Of Claim Number 8941 And (II) Disallowing And Expunging Proof Of Claim Number 8939 (the "Joint Stipulation") and agree and state as follows:

WHEREAS on October 8 and 14, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS on December 22, 2008, the Debtors filed their Thirty-Third Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 Regarding (A) SERP Claims And Scheduled Liabilities Subject To Modification, (B) Duplicate Or Amended SERP Claims, (C) Claims Subject To Modification, And (D) Claim To Be Expunged Pursuant To Settlement (Docket No. 14619) (the " Objection"). In the Objection, the Debtors objected to proofs of claim numbers 8940, 8941, 8942, 8947, and 8948 filed by the Claimant as duplicate or amended claims and proof of claim number 8939 filed by the Claimant as a claim subject to modification. Pursuant to the Objection, the Debtors sought entry of an order providing, among other things, that (i) proofs of claim numbers 8940, 8941, 8942, 8947, and 8948 would be disallowed and expunged in their entirety and (ii) proof of claim number 8939 would be modified and allowed in the amount of \$260,212.34 as a general unsecured non-priority claim against the estate of Delphi Corporation.

WHEREAS, after the Objection was filed, the Debtors and the Claimant agreed that the proposed order for the Objection should be modified so that (i) proof of claim number 8939 would be disallowed and expunged in its entirety and (ii) proof of claim number 8941 would be modified and allowed in the amount of \$260,212.34 as a general unsecured non-priority claim against the estate of Delphi Corporation.

WHEREAS on January 29, 2009, this Court entered the Order Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 Regarding (A) SERP Claims and Scheduled Liabilities Subject to Modification, (B) Duplicate or Amended SERP Claims, (C) Claims Subject to Modification, and (D) Claim to be Expunged Pursuant to Settlement, as Identified in Thirty-Third Omnibus Claims Objection (Docket No. 14673) (the "Order"). Due to a clerical error by the Debtors, the Order does not reflect the agreement between the Debtors and the Claimant to revise the Order with respect to proof of claim numbers 8938 and 8941.

WHEREAS the Debtors and the Claimant have agreed to enter into this Joint Stipulation to correct this error.

THEREFORE, the Debtors and the Claimant stipulate and agree as follows:

1. Proof of claim number 8941 shall be reinstated, then modified and allowed in the amount of \$260,212.34 as a general unsecured non-priority claim against the estate of Delphi Corporation.
2. Proof of claim number 8939 shall be disallowed and expunged in its entirety

So Ordered in New York, New York, this 14th day of May, 2009

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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